

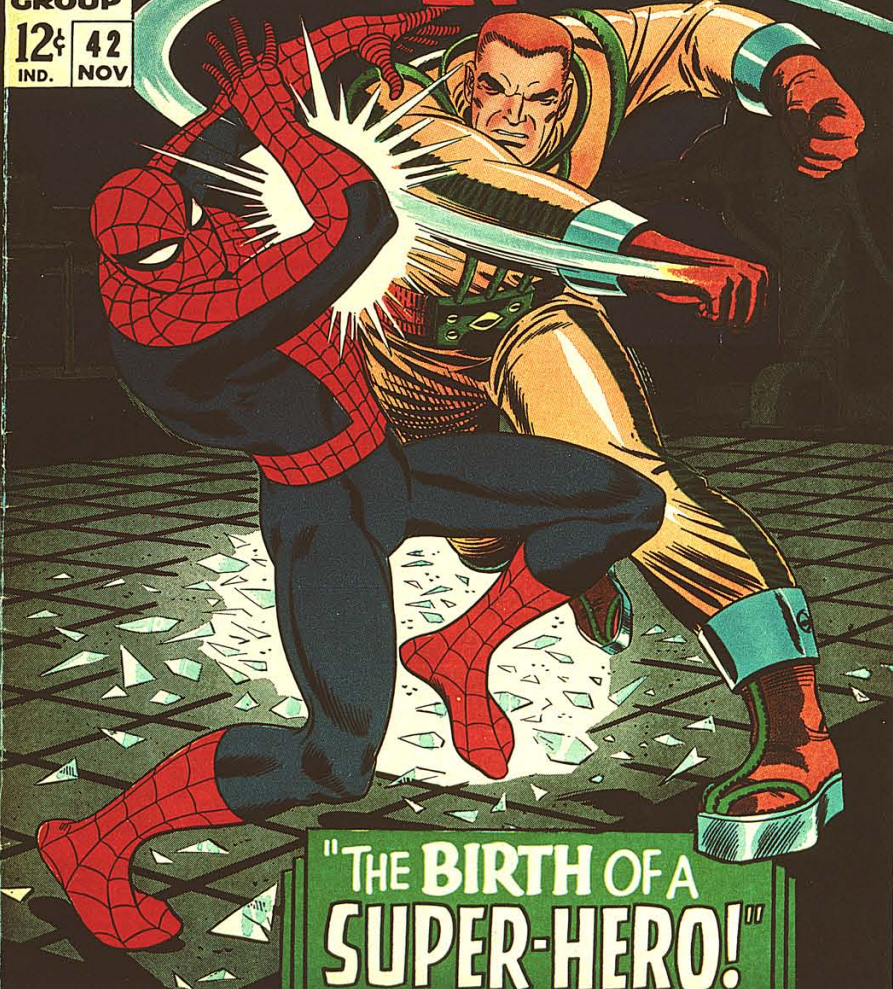


MARVEL
COMICS
GROUP

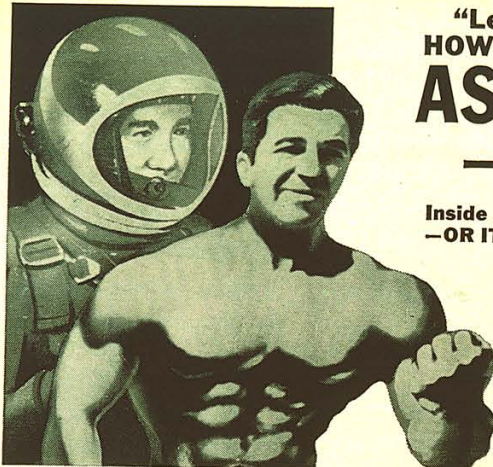
12¢ 42
IND. NOV

the AMAZING
SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY



"THE BIRTH OF A
SUPER-HERO!"



"Let me show YOU too, HOW TO MAKE YOURSELF ASTRO-NAUT -TOUGH

Inside and out...in double quick time
-OR IT WON'T COST YOU A CENT!"

says **Ben Rebhun**
whom experts called today's
TOP BODY BUILDING AUTHORITY

Thousands of boys and men the world over have found that my tested and proved methods can quickly, easily shape up their bodies into the lean, sleek, hard-as-a-rock condition demanded of America's space-men. They're ready and able to do things in a big way—with the same kind of long-lasting stamina, the same light-quick response that astronauts need to stand up under the grueling demands of our space program.

Let me prove to YOU how in double quick time I can do the same for YOU. I'll put inches of dynamic muscles on your arms! Add inches to your chest! Broaden your shoulders! And power-pack the rest of your body—so quickly it will amaze you! My methods can give you the untiring endurance required of our astronauts. I have done it for thousands like you. Give me a fighting chance to do it for you.

Friend, dare YOU risk A DIME—10¢?

For a NEW MILLION DOLLAR HE-MAN BODY STRENGTH-POWERED with 520 MIGHTY MUSCLES? To become a STAR in ANY SPORT? A SUCCESS in EVERYTHING?

Rush to my LAST CHANCE coupon below. — I'LL KUSH to you FREE My Professional Secrets

HOW TO GAIN UP TO 50 LBS. OF MIGHTY MUSCLES!
How to LOSE up to 50 lbs. of UGLY DANGEROUS FAT. FREE All Five \$5 World-Famous PICTURE-PAKED ABC COURSES.

1. How to Develop 16 to 18½ INCH BIG ARMS Powerful to land a knock-out blow fast.
 2. How to Build a 45 to 52 INCH HEROIC CHEST Housing TIRELESS LUNGS for ENDURANCE in Work, Sports, for ATTRACTING GIRLS!
 3. How to Mold A BROAD MUSCLE-PAKED Back and WONDER-WIDE SUPER-MAN SHOULDERS tapering to a SLIM PUNCH-PROOF WAIST.
 4. How to Develop LEGS with MARATHON ENDURANCE.
 5. How to Mold BIG MUSCULAR FOREARMS, A STEEL GRIP.
- How to become a FEARLESS SELF-DEFENSE FIGHTER. OVERPOWERING ANY BULLY TWICE YOUR SIZE!



Let me know how to get FREE \$100 worth of Sports Self-defense Strong-man Stunts Apparatus

AMERICAN BODY BUILDING CLUB, Dep. MA6 106 Great Neck, N.Y.
Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES including PHOTO BOOK OF FAMOUS STRONG MEN once weaklings. How to Become one of them.
☐ I enclose 10¢ for mailing and handling. I am under no other obligation. I'm checking everything I need to give me the kind of body I want.
☐ I want to gain... lbs. (fill in). ☐ Triple my strength ☐ I want to streamline my body, get rid of flabby fat. ☐ I want to add inches of muscle to my ☐ arms ☐ chest ☐ shoulders ☐ powerful legs ☐ Slim Waist ☐ I want to become a winning athlete ☐ I want new pep.

Name..... Age.....
Address.....
City..... State..... Zip.....

Give me Minutes a Day Learn My Time-Tested Secrets of Strength

Yes. In thrilling minutes a day, in your own room, my rapid-fire easy-as-a-baby methods start building you into a super-man every first night. I'll show you how to build 18-inch arms of might, a heroic chest housing tireless lungs, wide manly shoulders, broad brawny back tapering to slender waist with punch-proof stomach muscles, legs of endless endurance.

I stand ready to show you a money back basis—that no matter how flabby or puny you are, I can do the same for you right in your own home, as I have for thousands of others like you. Through my proven secrets I bring to life new power in you inside and out, until YOU are fully satisfied you are the man you want to be. MY TIME TESTED METHODS RE-BUILD YOU.

WHICH OF MY 181,000 PUPILS WOULD YOU LIKE TO BE?

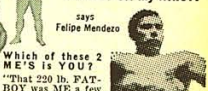
I GAINED 60 LBS.
OF SHAPELY MIGHTY
MUSCLES



says JOHN SILL

I added 7 inches to MY CHEST, 2½ inches to EACH ARM. No, Pal, You don't have to be a chicken-chested skinny weakling like I was only a few weeks ago.

"I LOST 30 LBS.
of dangerous
UGLY FAT
4 inches off my WAIST!"



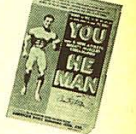
says Felipe Mendez

Which of these 2 ME'S is YOU?
—That 220 lb. FAT-BODY was ME a few weeks ago. Look at him NOW! Give me him MIGHTY MUSCLES, added 7 inches to his CHEST, 3 inches on each arm! No! I don't care how fat and flabby you are. All I want is minutes a day in your home to make you over by the same method.

This AMAZING NEW BOOK in colors YOURS FREE if you mail COUPON NOW

Jam-full with 120 PHOTOS OF STRONG MEN and CHAMPIONS once WEAKER than you. See their pitiful BEFORE Photos and Stories. Scores of How-to-do-it Pictures show you how YOU can quickly and easily achieve astronaut-like STRENGTH, SPEED and ENDURANCE.

Don't let this once-in-a-lifetime opportunity get away from you. Mail the coupon for all 5 world-famous picture-packed ABC courses—and amazing FREE Photo Book of Famous Strong Men. Do it NOW!



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THE AMAZING SPIDER-MAN!

"The BIRTH OF A SUPER-HERO!"

BANK

NOPE! YOU'RE NOT LOOKING AT SOMEONE DISGUISED AS SPIDEY...OR IMITATING SPIDEY! NOR ARE YOU WITNESSING AN IMAGINARY, OR A DREAM SEQUENCE! SINCE THIS IS AN AUTHENTIC, HONEST-TO-MERRY-MARTY-GOODMAN MARVEL MAG, THIS SCENE IS REALLY HAPPENING! BUT, IS OUR FAVORITE WEB-HEAD ACTUALLY COMMITTING A CRIME? THINK IT OVER, FRANTIC ONE, AND WE'LL CLUE YOU IN LATER..!

LOOK! UP THERE! IT'S SPIDEY!

IT'S SPIDER-MAN...TAKING OFF WITH A MONEY-BAG FROM THE BANK!

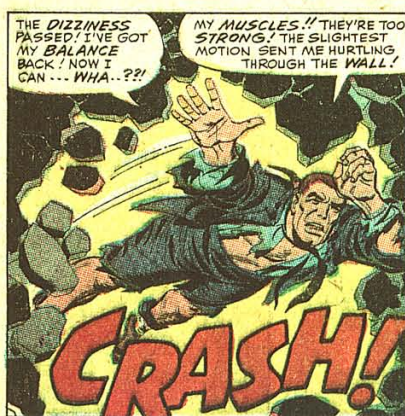
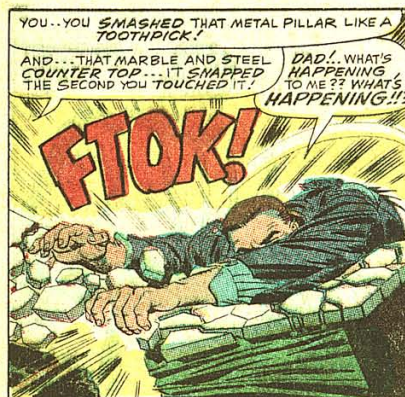
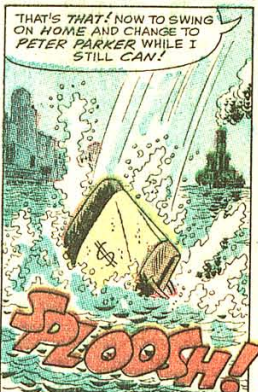
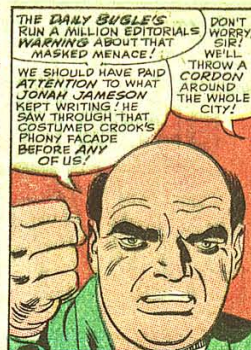
SIMMER DOWN, INNOCENT BYSTANDERS! THERE'S AN ANTI-NOISE ORDINANCE IN THIS TOWN!

STOP, THIEF! SOMEONE STOP THAT WALL-CRAWLING CROOK! DON'T LET HIM GET AWAY!

IT'S TOO LATE FOR ANYONE TO GET HIM NOW!



PRODUCED BY THE BATTY BULLPEN'S SWINGIN'EST SPIDOPHILES...
SMILIN' STAN LEE, WRITER
JAZZY JOHNNY ROMITA, ARTIST
SLAMMIN' SAMMY ROSEN, LETTERER



WATCH MARVEL SUPER-HEROES ON TV

AND SO... THIS IS WHY ENEMY AGENTS HIRED THE RHINO TO CAPTURE COLONEL JAMESON! THEY ALSO ANTICIPATED THE DEVELOPMENT!

OF COURSE! IF THOSE BLASTED SPORES HAVE INCREASED MY SON'S STRENGTH, THEY'D BE ONE OF THE MOST VALUABLE MILITARY SECRETS OF ALL!

WE'LL FIND OUT FOR SURE AS SOON AS WE REACH OUR LAB!

THEN, EXACTLY SIXTY MOMENTOUS MINUTES LATER...

THE SPORES MUST BE FROM SOME PLANET LIKE JUPITER, WHERE FAR GREATER MUSCLE POWER IS NEEDED TO OVERCOME THE TREMENDOUS GRAVITATIONAL PULL!

I AGREE, DOCTOR! HE REACTS NOW THE WAY AN EARTH MAN WOULD REACT UPON THE MOON!

UNDER OUR LESSER GRAVITY, HE CAN LEAP GREAT DISTANCES...AND HIS STRENGTH FAR EXCEEDS A NORMAL HUMAN'S!

BUT, THE SUDDEN CONVERSION WILL PLACE A GREAT STRAIN UPON HIS HEART AND NERVOUS SYSTEM!

CORRECT! WE'LL DESIGN A SPECIAL SUIT WHICH WILL PROTECT HIM, AND SLOW HIM DOWN!

WE MUST SEE TO IT THAT HE DOES NOT EXERT HIMSELF, OR INJURE HIMSELF THROUGH CARELESSNESS!

TONY STARKS OUR MAN! I'LL CONTACT HIS LAB IMMEDIATELY!

HERE'S YOUR HOTEL, COLONEL! WE'LL REMAIN ON CALL IN THE LOBBY IF YOU SHOULD NEED US!

I HOPE THEY DON'T KEEP REFERRING TO JOHN AS A SUPER-HERO!

WE'LL PERMIT YOUR FATHER TO GO TO THE ROOM WITH YOU, IF YOU WISH!

IT COULD MAKE ME A LAUGHING STOCK... AFTER THE WAY I'VE PANNED THOSE COSTUMED CREEPS FOR YEARS!

GOOD! I NEED SOMEONE TO TALK TO!

THEN, UPON REACHING COLONEL JAMESON'S CLOSELY-GUARDED ROOM...

FOSWELL? THIS IS JILL! WHAT'S GOING ON THERE WHILE I'M... WHAT???

SAY IT AGAIN!! ARE YOU SURE?? YOU MEAN... THERE WERE WITNESSES?? SO, THERE CAN'T BE A MISTAKE THIS TIME!!

WHAT'S UP, DAD?

IT FINALLY HAPPENED! I'VE GOT THE PROOF I NEED! NOW THE WHOLE CHICKEN-SCRATCHIN' WORLD WILL KNOW I WAS RIGHT!

THAT'S SWEET, DAD! GLAD TO HEAR IT!

BUT, RIGHT ABOUT WHAT??

ABOUT SPIDER-MAN!

LATER... ONLY STARK'S BRILLIANT TECHNICIANS COULD HAVE CREATED AND DELIVERED THIS SUIT WITHIN A MATTER OF HOURS!

IS IT HEAVY ENOUGH?

IT FEELS LIKE I'M WEIGHTED DOWN WITH LEAD!

GOOD! THAT'S JUST WHAT YOU NEED!

NOW... TRY TO STAND! BUT, SLOWLY... SLOWLY...

IT'S INCREDIBLE! EVEN HELD DOWN BY THIS RESTRAINING SUIT, I FEEL AS THOUGH I'M BURSTING WITH POWER!

PERFECT! YOU CAN FUNCTION NORMALLY WITHIN THAT OUTFIT, BUT IT WILL PREVENT YOU FROM BEING A VICTIM OF YOUR OWN SUPER-STRENGTH!

HE FINALLY MADE HIS ONE BIG MISTAKE! HE ROBBED A BANK... RIGHT IN FRONT OF WITNESSES!

HOW CAN THEY BE SURE IT WASN'T SOMEONE IMPERSONATING HIM?

BECAUSE HE WAS SEEN BREAKING INTO THE VAULT WITH HIS BARE HANDS... AND CLIMBING A SHEER WALL! IT HAD TO BE HIM!

IT'S THE LUCKIEST THING THAT COULD HAVE HAPPENED... THE GREATEST BREAK IN THE WORLD FOR US!

WHAT DO YOU MEAN, DAD?

DON'T YOU SEE? THAT WEB-HEAD HAS FOOLED EVERYBODY ALL THIS TIME!

I WAS THE ONLY ONE WHO SAW THROUGH HIM! BUT I WAS A LONE VOICE, CRYING IN THE WILDERNESS! NOBODY BELIEVED ME! THEY ALL LAUGHED AT ME!

NOW, NOT ONLY WILL THE WORLD KNOW I WAS RIGHT... BUT JUST THINK OF THE TRIUMPH IF MY OWN SON IS THE ONE TO CATCH THAT MISERABLE MASKED MADMAN!!

YOU WANT ME TO GO AFTER HIM?

IT WILL ALSO REGULATE YOUR NERVOUS SYSTEM AND YOUR HEART-BEAT, TO LESSEN ANY POSSIBLE STRAIN UPON THEM!

THEN, I'M TO REMAIN IN THIS SUIT... UNTIL FURTHER NOTICE?

NOW, MORE THAN EVER, YOU MUST REMAIN UNDER CONSTANT SURVEILLANCE, COLONEL JAMESON! OUR AGENTS WILL ACCOMPANY YOU WHEREVER YOU GO!

YOU SHOULD BE VERY PROUD OF YOUR SON, SIR!

YOU'RE BLAMED WITH IT! I'M PROUD OF HIM!

THEN, AS THEY LEAVE THE BUILDING...

HOW DOES IT FEEL TO BE THE FATHER OF A NEW SUPER-HERO, MR. JAMESON?

A SUPER-HERO??! WHAT DO YOU... OH! I SEE WHAT YOU MEAN!

I NEVER THOUGHT OF IT THAT WAY! MY OWN SON... HMM!

BUT... AFTER ME SPENDING MONTHS WRITING EDITORIALS AGAINST SUPER-HEROES... TRYING TO RIDICULE THEM... TO CUT THEM DOWN TO SIZE...

STILL, THERE'S A DIFFERENCE! MY SON ISN'T A PHONY SUPER-HERO... LIKE THAT FINK SPIDER-MAN!!

OF COURSE! THAT BANK ROBBERY PROVES I MUST HAVE BEEN RIGHT ABOUT ALL THE THINGS I ACCUSED HIM OF!

AND NOW... HE'S IN HIDING! WITH HIS SUPER-POWERS, IT MAY TAKE YEARS TO NAB HIM!

BUT YOU'RE EVEN STRONGER THAN HE IS! YOU'VE GOT TO SHOW THE WORLD WHAT A REAL SUPER-HERO CAN DO! WHAT JONAH JAMESON'S SON CAN DO!

I NEVER LOOKED AT IT THAT WAY!

THINK WHAT IT WOULD MEAN TO ME... TO YOUR BUDDIES IN THE SPACE PROGRAM... TO ALL THE IMPRESSIBLE HERO WORSHIPPERS EVERYWHERE!

YOU'VE GOT TO PROVE THAT NO CRUMMY CROOK CAN GET AWAY WITH ANYTHING... EVEN IF HE'S GOT SUPER POWER!

GO GET 'IM, JOHNNY! SQUASH THAT WALL-CRAWLER LIKE A BED-BUG! YOU CAN DO IT!

OKAY DAD! YOU'RE ON!

THAT'S MY BOY!

CONTINUED AFTER NEXT PAGE

Fascinating Stamps

100,000,000 years—from PREHISTORIC TIMES to SPACE AGE...

Included in this Fascinating Collection of 217 DIFFERENT STAMPS

Good for only **25c**



Get this exciting collection of 217 different stamps for only a quarter! Features the amazing Space Age sets shown here, plus many others. Join the race to the Moon—see U.S. space heroes Glenn and Carpenter, the Russian "space twins," the historic 18,000 mile-an-hour "walk in space." You also get fascinating prehistoric creatures in full color! Yes, 217 valuable stamps from all over the world—a big boost for your present collection, or the best way to launch your new collection into orbit! We'll also send you—without extra

cost—this fact packed Midget Encyclopedia of Stamp Collecting. Gives you lots of interesting information, helps you identify mysterious stamps at a glance. And we'll also include—on approval a big selection of other unusual stamps and sets for your free examination. You may purchase any of these Approvals you want at Zenith's low, bargain prices—and return the balance within 10 days. But you don't have to buy anything if you don't want to—the big collection of 217 stamps is yours to keep for only 25c. Your satisfaction is guaranteed.

SEND 25c WITH COUNSEL TODAY

ZENITH COMPANY, Dept. FU 26, 81 Willoughby St., Brooklyn, N.Y. 11201

Please rush my collection of 217 different stamps—including all these prehistoric creatures and space age issues. Also send Midget Encyclopedia of Stamp Collecting. I enclose 25c in full payment.

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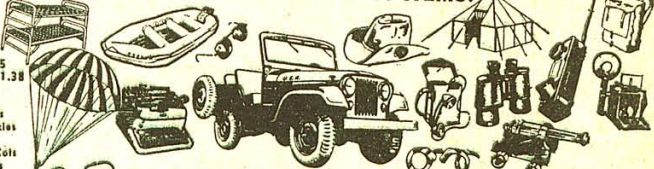
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HUNDREDS OF ITEMS FOR AS LITTLE AS 2c AND 3c ON THE DOLLAR DIRECT BY MAIL! BIG NEW CATALOG HAS PICTURES AND PRICES OF 500 ITEMS!



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FREE HOME TRIAL COUPON

SURPLUS BARRAINS, DEPT. 103-10, 805 THIRD AVENUE, NEW YORK 10, N.Y.

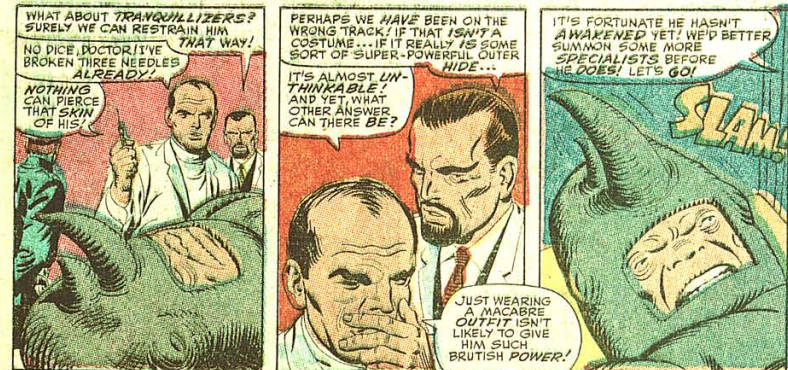
I enclose \$1.00. Send the combined catalog and directory immediately. I understand that my money will be refunded if I am not completely satisfied. Also I will receive a full refund with my first order of \$10.00 or more.

Name _____ (Please Print)

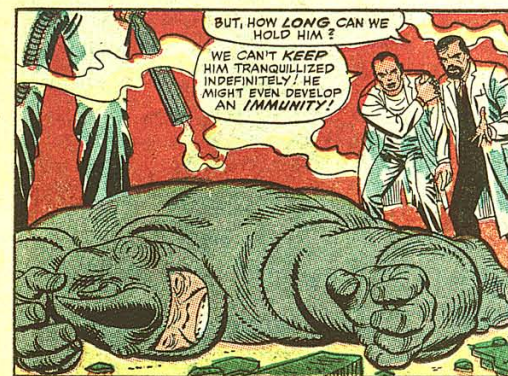
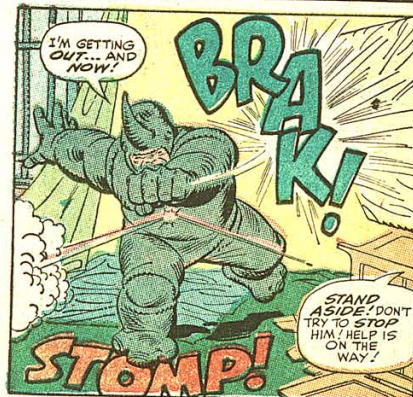
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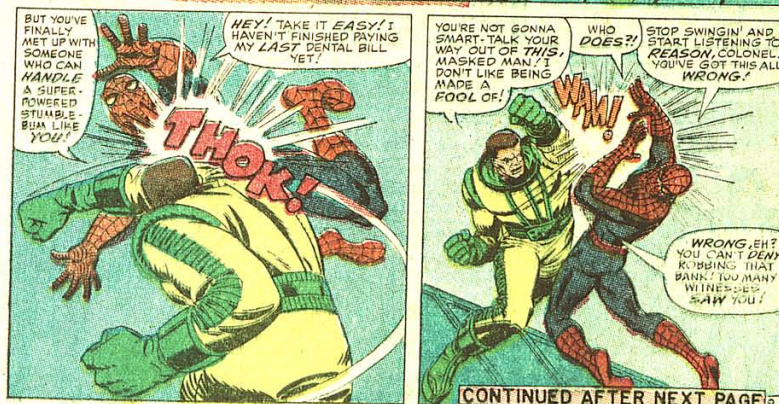
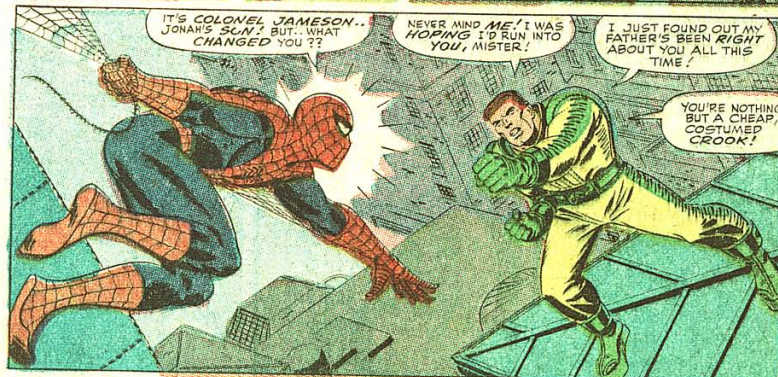
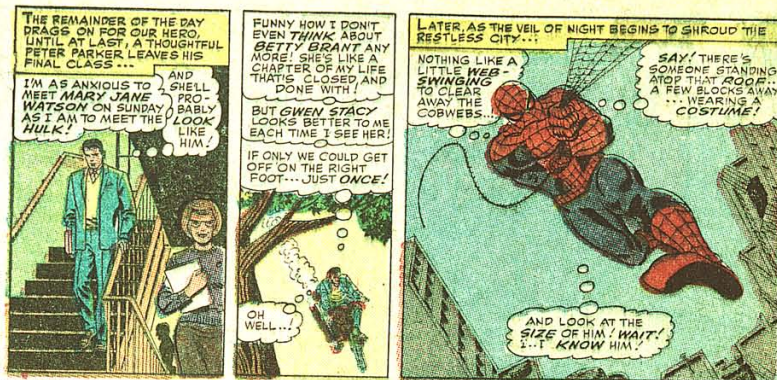
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FULL PURCHASE PRICE OF \$1.00 REFUNDED WITH FIRST ORDER OF \$10.00 OR MORE



WATCH MARVEL SUPER-HEROES ON TV





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WATCH MARVEL SUPER-HEROES ON TV

FROM:
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Address _____
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FIRST CLASS
PERMIT No. 589
White Plains, New York

BUSINESS REPLY MAIL
NO POSTAGE STAMP NECESSARY IF MAILED IN THE UNITED STATES

POSTAGE WILL BE PAID BY
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Dept. O-67

Fill in Name and Address on Reply Card Above—CUT OUT AND MAIL TODAY—No Stamp Necessary

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DO YOU NEED EXTRA MONEY?

It costs you nothing to try

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NOEL ELEGANCE CHRISTMAS ASSORTMENT
21 lovely dollar cards. Exquisitely different.

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HOLY NIGHT CHRISTMAS ASSORTMENT
21 reverently beautiful cards with appropriate devotional and Scripture verses. An outstanding box.

for selling only 100 boxes of our Noel Elegance Christmas Card assortment. You make \$1.00 for selling 1 box, \$2.00 for 2 boxes, \$10.00 for 10 boxes, etc. You can make a few dollars or hundreds of dollars. All you do is call on neighbors, friends and relatives anywhere in your spare time. Everyone needs and buys Christmas Cards.

Cut out Business Reply Card above — mail it today — and free samples of personalized Christmas Cards and stationery — plus other leading boxes will be sent you immediately on approval for 30 day free trial. You get everything you need to start making money the day your sales kit arrives. No experience necessary.

IT COSTS YOU NOTHING TO TRY

Last year some folks made only \$25 to \$50 while others made \$150 — \$250 — \$500 and more selling our entire line of greeting cards. Many church groups, organizations, schools, lodges, etc. do this year after year. Everybody buys Christmas cards.

TRULY BEAUTIFUL ALL OCCASION ASSORTMENT
21 distinctive cards of free beauty. Tremendous appeal!

WARM AND FRIENDLY CHRISTMAS ASSORTMENT
21 exclusive cards with an original, artistic use of color. Stunning!

GOLDEN GAY STATIONERY ENSEMBLE
Planning design on rich vellum sheets and dollar matching envelopes. Just lovely!

CUT OUT BUSINESS REPLY CARD AT RIGHT

CHEERFUL CARD COMPANY, Dept. O-67 / White Plains, New York 10606



OH, IS THAT ALL THAT'S BOTHERING YOU?
HERE, THIS'LL HOLD YOU STILL WHILE I TELL YOU MY LIFE'S STORY!

WHA-?? THAT BLASTED WEBBING OF YOURS...!



YOU DIDN'T THINK IT WOULD BE ABLE TO HOLD ME, DID YOU??
JUST CALL ME A RASH, IMPETUOUS OPTIMIST!

I'LL DO A LOT MORE THAN THAT, WISE GUY--!



I'LL KNOCK YOU FOR A LOOP, THEN TURN YOU OVER TO THE LAW!

YOU'LL NEVER GET A CHANCE TO MAKE A LAUGHING STOCK OUT OF MY DAD AGAIN!

HOW CAN I GET MAD AT A FELLA WHO THINKS HE'S FIGHTING FOR TRUTH, JUSTICE, AND MOM'S APPLE PIE?

BUT HOW'D HE GET SO BLAMED POWERFUL??

I DON'T WANNA BE PULVERIZED BY A GOOD GUY ANY MORE THAN BY A BAD GUY!



NOW THEN, IF YOU'LL JUST COOL OFF AND LISTEN TO... HEY!!

YOU'LL HAVE YOUR CHANCE TO TALK... ONCE I PUT YOU BEHIND BARS... WHERE YOU BELONG!



CAN'T AFFORD TO PULL ANY PUNCHES ANY LONGER! HE'S TOO STRONG... TOO DANGEROUS!

SORRY ABOUT THIS, FELLA... BUT I'LL ONLY HURT FOR A SECOND... AND MAYBE I'LL KNOCK SOME SENSE INTO YOU!

UHHHH! HIS JAW FEELS LIKE IRON!



HOLY SMOKE! DON'T YOU KNOW ENOUGH TO FALL DOWN WHEN I WHOP YOU?

OKAY, SPIDER-MAN, NOW THAT YOU REALIZE YOU CAN'T HURT ME--

WHAT GIVES? NOT ONLY HAS HE GROWN... BUT HE'S TURNED INTO A HUMAN POWERHOUSE!

I'LL JUST FINISH WHERE WE LEFT OFF!



IT'S NO LONGER A CASE OF NOT WANTING TO HURT HIM... I'VE GOTTA WORRY ABOUT HIM HURTING ME!

YOUR WALL-CRAWLING, BANK-ROBBING DAYS ARE OVER NOW...!



BUT I DIDN'T ROB THAT BANK!

IF YOU'D ONLY LISTEN TO ME--!

FORGET IT! YOU'RE NOT BATTLING SOME BRAINLESS, SO-CALLED SUPER-VILLAIN NOW!



NO, BUT I'M BEGINNING TO WISH I WERE!

CAN'T LET THOSE BRICKS FALL TO THE STREET!

I'LL JUST GRAB A WEBFULL!

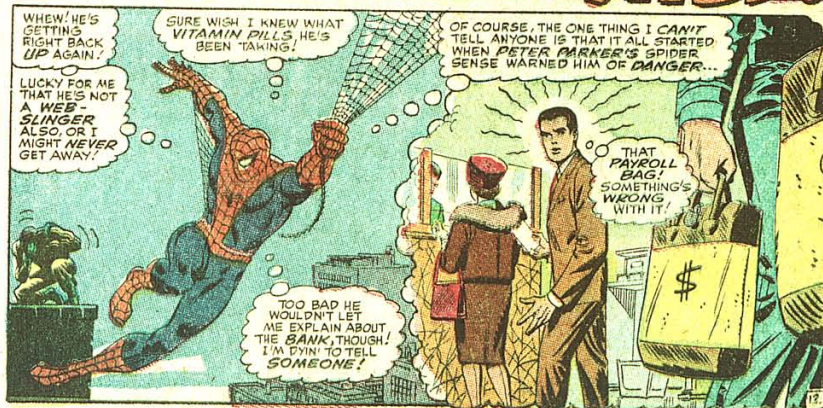


YOU'RE JUST DELAYING THE INEVITABLE!

THAT'S OKAY, COLONEL... I CAN USE THE EXERCISE!

NOW, THIS'LL KEEP YOU BUSY WHILE I EXPLAIN HOW WRONG YOU ARE ABOUT ME!

AND PAY CLOSE ATTENTION! I HATE HAVING TO REPEAT!



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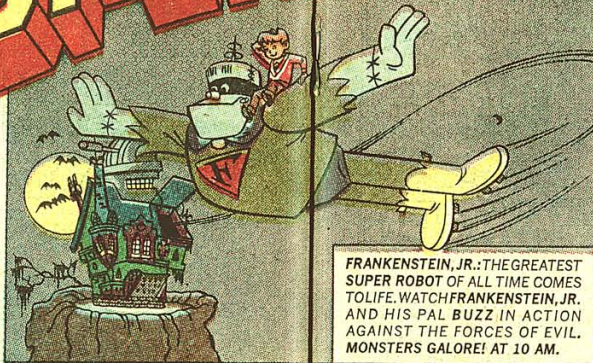
WATCH MARVEL SUPER-HEROES ON TV

SEE THE NEW

SUPER HEROES

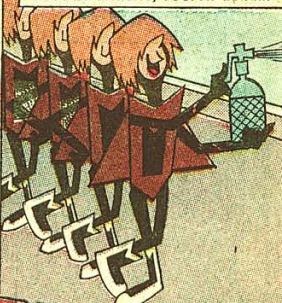


THE SPACE GHOST: WITH JAN, JAYCE AND BLIP, SPACE GHOST PATROLS OUTER SPACE. SCIENCE FICTION THRILLS AND CHILLS AT 10:30 AM.

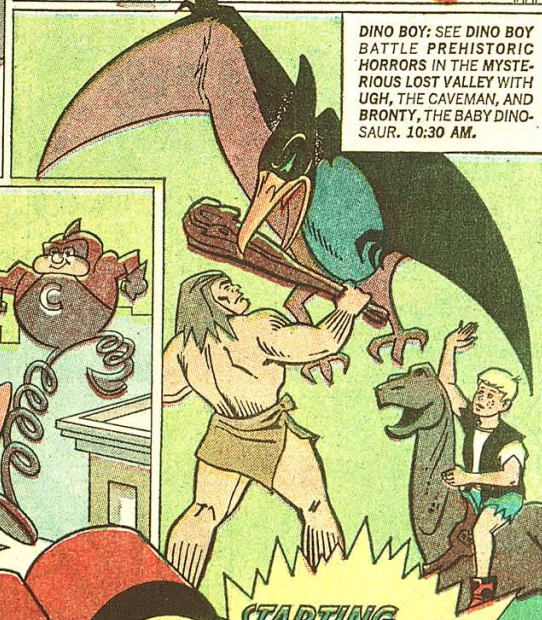


FRANKENSTEIN, JR.: THE GREATEST SUPER ROBOT OF ALL TIME COMES TO LIFE. WATCH FRANKENSTEIN, JR. AND HIS PAL BUZZ IN ACTION AGAINST THE FORCES OF EVIL. MONSTERS GALORE! AT 10 AM.

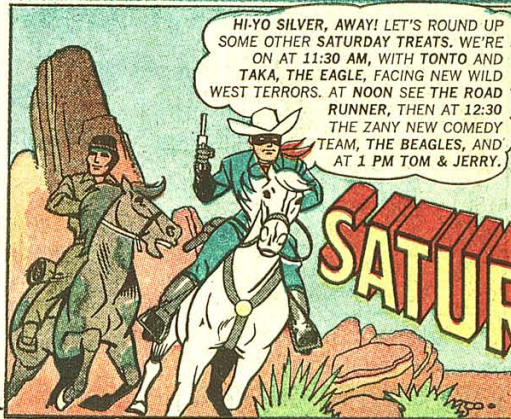
THE IMPOSSIBLES: COIL MAN, FLUID MAN AND MULTI-MAN (A ROCK AND ROLL TRIO IN DISGUISE) PIT THEIR INCREDIBLE POWERS AGAINST AN ARRAY OF VILLAINS. MEET THE BUBBLER, BRATFINK, SPONGE! SUSPENSE, SWINGING MUSIC AND LOTS OF LAUGHS, TOO! AT 10 AM.



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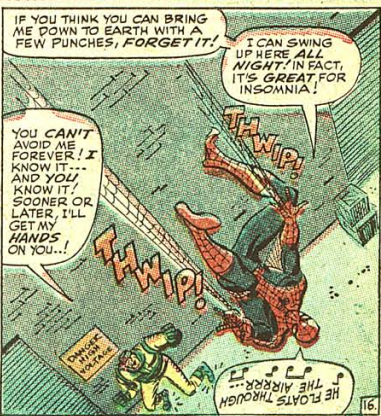
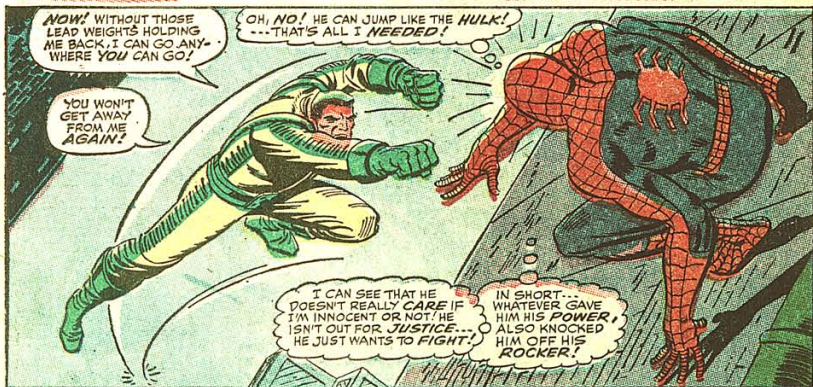
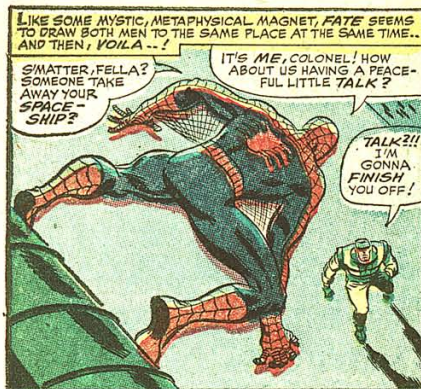
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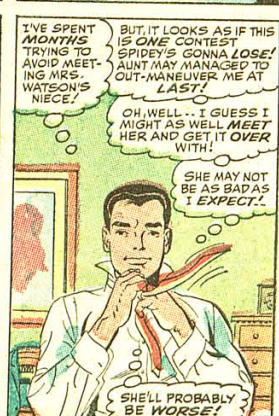
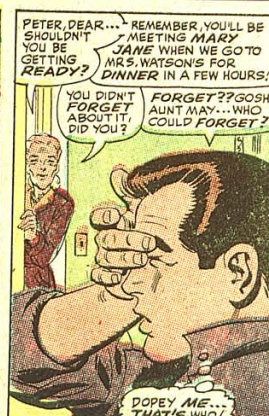
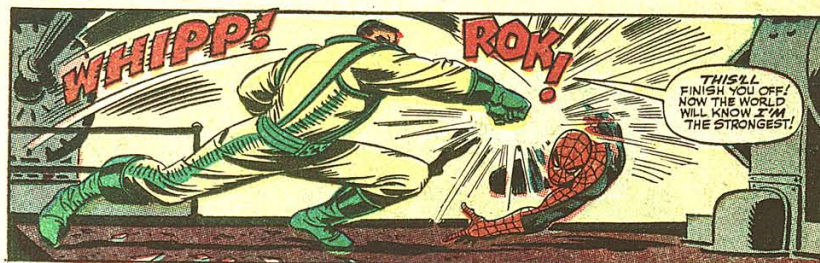
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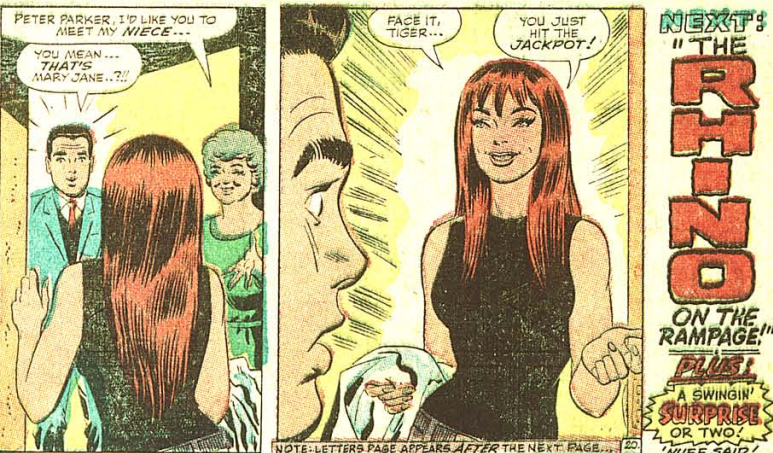
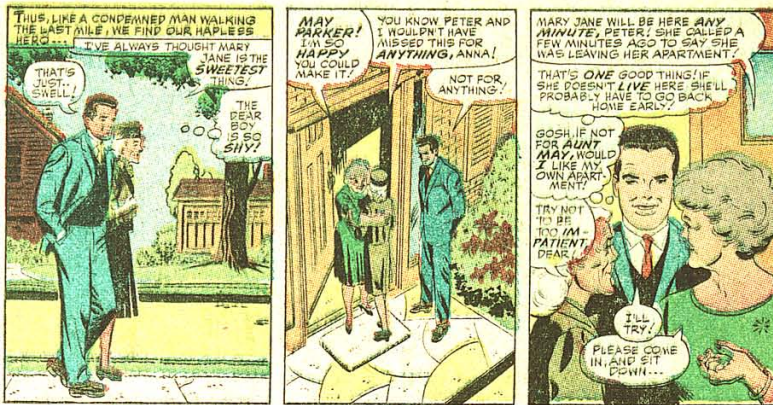
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ITEM: Instead of talking about US for a change, we wanna talk about YOU! That's right — YOU, the merry, mischievous little who's holding our mag and reading this page right now. We figure this is as good a time as any to tell you how proud of you we are. Proud of the way you supported us when we first started the Marvel Age of Comics, and the way your support has never faltered thru all the growing pains we've experienced together. Proud of the way you've reacted good-naturedly to our "no-prize" idea — the revolutionary new concept in which we proclaimed that we never wanted any of our treasured readers to lose a contest — consequently, we would award nothing but "no-prizes", because if there were no winners, then there couldn't be any losers. Proud of the way you never made it necessary for us to bribe you in order to win your support — we never had to talk down to you — never had to compromise our principles, or yours — never had to try to alibi ourselves out of the many bonehead mistakes we've made over the years. Yep, to sum it up — we're reminded of Shelley Berman's great exit line to his audience — "If my show was good, YOU'RE responsible!" We feel the same way. If our mags are good, it's because of YOU! And we just wanted you to know how we feel, and to repeat our credo — "We'll never sell you short, frantic one — 'cause we're nothing without you!"

ITEM: Our two latest and greatest 25¢ Special issues are on sale right now! Namely the fabulous **FANTASTIC FOUR SPECIAL**, and the long-awaited **SPIDER-MAN SPECIAL**. The frolicin' F.F. ish features a battle between Johnny Storm, our handsome, hot-headed Human Torch, and the most spectacular character of the Golden Age of Comics — the gone-but-not-forgotten ORIGINAL Human Torch! And, as usual in all Marvel mags, the tale is neither imaginary, nor a dream sequence — it really happens! How? Well, there's one good way to find out, tiger! Then, as if that isn't enough, that same super-special block-busting issue features the most requested reprint in F.F. history — the now-classic battle between the ever-lovin' Thing and the green-skinned, ungregarious Hulk! As for the **SPIDEY SPECIAL**, we tossed in everything but the kitchen sink to make sure it would be the sensation of the century! The feature tale deals with your friendly neighborhood web-slinger first battling, and then attempting to join, the mighty Avengers! And, we mean the ORIGINAL Avengers, pal! Then, as if that isn't enough, we even tossed in a thrill-a-minute battle between Spidey and — who, HIM again? — the Incredible Hulk! For our robust reprint section of the mag, we're running two of the most popular Spidey vs. Doc Ock yarns — with not a comma cut! And, if that doesn't send you racing out to your newsstand in a fit of foraging frenzy, then we'll eat our M.M.M.S. membership cards!

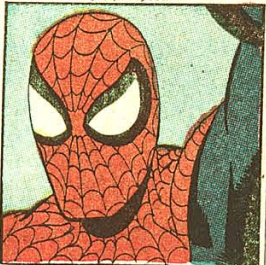
ITEM: Don't miss **STRANGE TALES #150**, whatever you do! We've specially redesigned the masthead to give Dr. Strange equal billing with Nick Fury, and we think it's one of the wingiest-looking titles around. If you like it, toss a bouquet at

Jolly Solly Brodsky. If not, we're sorry we mentioned the whole thing!

ITEM: For those of you who've been demanding that Dazzlin' Don Heck ink his own pencilling, here's good news starting with **AVENGERS #32**: ol' Donnie will do both the pencilling and inking on the mighty ones — and, for those of you who remember his breath-taking style from the good old days (like last week), we need say no more!

ITEM: Have you noticed how magnificently Gene Colan took over Johnny Romita's pencilling chores on the **DAREDEVIL** mag to give ol' Ring-A-Ding more time to lift Spidey to still greater heights of artistic glory? Both Jazzy Johnny and Gentleman Gene have become two of the fastest-rising stars in Marvel's firmament — and when you add them to such other greats as Jack "King" Kirby, Dashiin' Don Heck, Wendell Pini, Werner Roth, Darlin' Dick Ayers, Wild Bill Everett, and the dozens of other long-time Marvel luminaries, it's no wonder that Smilin' Stan sports that toothy grin of his all over the place!

THE WRAP-UP: It won't be long before our swingin' super-heroes make their star-studded debut on TV, appearing five nights a week — that's right, five — count 'em — five nights a week, for a half-hour each night! So, you've just got time to make sure your set's in good working order — check your local paper for time and station — and prepare to have a ball! Till we meet the next time — stay healthy — stay happy — and stay away from Irving Forbush — we found 'im first! See ya, pussycat!



STOP THE PRESSES!! Hold everything! This is too good to miss! You know how we're always telling you that Marvel's taking over the world? Well, we just established a new, block-bustin' beachhead! One of America's top quality mags, none other than our erudite, ever-lovin' **ESQUIRE**, is giving mighty Marvel the biggest play you've ever seen in its great new September ish, specially dedicated to the college crowd! So, if you wanna see our sizzlin' super-heroes featured in full color in one of the most memorable, off-beat presentations yet, don't miss the sensational collegiate issue of **ESQUIRE** — on sale the middle of August! (And, if they don't return this frolicsome free plug in their own mag, we'll probably never talk to 'em again!)

THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

FANTASTIC FOUR #56: More of the startling Inhumans — the Human Torch's most difficult decision — and the shocking report of one of the FF's deadliest foes! Need we say more?

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X-MEN #25: Our scene shifts to Latin America for one of the most daringly different, dastardly arch-villains ever to challenge our seemingly-doomed mutant marvels!

DAREDEVIL #21: Trapped on a hidden isle — surrounded by a small army of killers, led by the uncanny Owl — the Man Without Fear must win his most impossible trial — or die in the attempt!

THOR #133: The God of Thunder finally enters the Black Galaxy, to unlock one of the greatest secrets in the universe — only to meet a still greater danger!

STRANGE TALES #150: Hydra lives again! A new female menace for Dr. Strangel and a modern, changed masthead for the cover! The things we do for you!

SUSPENSE #83: Iron Man scores his most impressive victory — but then, the unexpected happens! As for Captain America — has he finally met his match in the Adaptoid?

ASTONISH #85: Death claims an unexpected victim with the Sub-Mariner trapped in the city — while the Hulk appears in both strips at the same time. A sensation!

SGT. FURY #35: The Howlers are back — and Nick Fury's got 'em! All he has to do is fight off half the Nazi army — in Berlin, yet! Hoo boy!

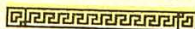
MARVEL COLLECTORS' ITEM CLASSICS #5: Greater than ever! The F.F.'s Iron Man! Dr. Strangel! The Incredible Hulk! The Watcher! Howzat?

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FANTASY MASTERPIECES #5: Three more glorious Golden-Age goodies with Captain America — plus a titanic trio of yesterday's greatest fantasy sagas!

FANTASTIC FOUR SPECIAL #4: The old Human Torch vs. the blazing Johnny Storm — all new, never-before-seen thrills and action! Plus, the Thing and the Hulk in mortal combat, from F.F. #25 and 26! A story in greatness!

SPIDER-MAN SPECIAL #3: The old Avengers, in all their power and glory, meet a fighting-mad Spider-Man — and then, at the very peak of the excitement — enter the Hulk! Plus, two of Spidey's toughest battles with Doc Ock, just as originally seen in the web-slinger's own mag! Action as you like it!



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 Andy Jacobson, Scarsdale, N.Y.
 Robert Brown, Philadelphia, Pa.
 John Green, Philadelphia, Pa.
 Mitchell Murphy, Atlanta, Ga.
 Edy Knieck, Quebec, Canada
 Robert Haggans, Buffalo, N.Y.
 Stephen French, Canaan, N.Y.
 Lavvu Dillworth, St. Louis, Mo.
 David Conner, Hillcrest Hts., Md.
 Susan Hill, Scottsbluff, Neb.
 Michael Kleckinsky, Levittown, Pa.
 Richard Johnson, Jamaica, N.Y.
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Dear Stan and John,

Spider-Man, Spider-Man, wherefore art thou, Spider-Man? Join with me, fellow fans, in mourning the loss of the once great Spider-Man. To those Johnny-come-lately Marvelites who might, on recent performances, question my choice of adjectives, I direct your attention to such classics as issues #24, 18, 16 and 14. The mighty Spider-Man who singlehandedly overcame Dr. Doom, the Hulk, the Enforcers, and the Sandman has been treacherously laid low by deteriorating artwork and a succession of inferior and inadequate opponents. To see the wonderful Web-Spinner reduced to sparring with cretinous clods like The Looter, and Joe Smith, is just the epitome of injustice. But wait, what light through yonder window breaks? It is the east, and Romita is the sun! Spidey is saved! Issue #39 promises to be the springboard to return Spidey to his former heights of greatness. A very much needed artistic transfusion produced in this issue the most worthwhile reading in months. There is no doubt in my mind that, with the possible exception of the King himself, the jazzy one is the finest artist in the contemporary comic field, and now that he is handling our hero, we Spiderophiles can sleep much easier. It has also always been my belief that there is no villain like an old villain, so the return of Green Goblin was a long overdue relief. It was great to see his happy-leering face again, and I hope this means we'll be seeing old favorites like the Vulture, or Electro, or Mysterio again. That's enough for now, but if you think I gave you a rough time, you should hear what I'm going to say to those guys who publish THOR! (Pardon my previous paraphrasing—who says this isn't the Marvel Age of Erudite Readers?)

Mike Clicksohn (Univ. of Toronto), 5 Lansing Ct. Willowdale, Ont., Canada

Enjoyed your cogent comments, Mike. Glad to hear that Ring-A-Ding's artwork rings a bell with one of your ilk! But, we can't write much more to you now—we're too nervous as we tremblingly await your next letter with the threatened critique of THOR —'cause, in case you didn't notice, "those guys who publish THOR" are also us guys who publish SPIDEY! In fact, we suspect that Honest Irving may be the fella behind the counter who sells you the mag—we don't miss a trick!

Dear Stan and John,

I always knew you were great but, boy, did you really top yourselves in issue #39. I mean it was simply one of the greatest literary works of this century. For this, Stan, you should be ranked with such great authors as Robert Heinlein, Ian Fleming, and Kenneth Robeson. The surprising ending and the fight scene on page 18 more than made up for any goofs you usually have. I'd like to know (and I'm sure so would other fans) when we are going to see what Mary Jane Watson looks like? So farewell until the next time when you write a great story—which should be next ish!

John Taylor, 145 Meadow St. Milford, Conn. 06460

How's that for timing, Johnny? You ask to see Mary Jane—and voila!—we show her to you! But, what do you mean by mentioning the goofs we usually have? Half the batty bullpen is weeping in the corner, thinking you mean them! You've gotta watch what you say, pal—you know how insecure we are—but we love ya just the same!

Dear Stan and John,

SPIDER-MAN #39 just couldn't hold me back from writing. I'll tell you what I thought of it in a minute, but I've got to say, when you walk to your favorite newsstand, you're just you, you look for SPIDER-MAN and when you lay your eyes on it, your pulse jumps, and you've got to buy it. Why? Because you have a soap opera going and you have to find out what happens next! It's just a magazine when you open it, but as you read, your interest mounts, you're swept into your own world, and when you finish it, you're just you again—till the next ish comes out, that ish! Now issue #39 was a Marvel first. You'll get dozens of letters complimenting or insulting you about it, but here's what I thought—it was a Spider-Man fan's dream! Parker's enemies, even Flash starting to like him; Betty's still not being back; Ned Leeds' apologizing; plus JJJ with his old money-grubbing bad temper. And we finally found out the of Gohlin's identity—I thought for sure it was Fossell. I can hardly wait for the next issue!

Robert Cox, 7226 Leeds St. Houston, Tex. 77036

Same goes for us, Bob! The printer says if we're late with it again, he'll stop facing front! Y'know, one phrase in your letter gave us an idea. Some day we'll show a box of new, blue Cheer singing Carmen—and then we'll really have a soap opera! (Or, who says this isn't the Marvel Age of unabashed corn?)



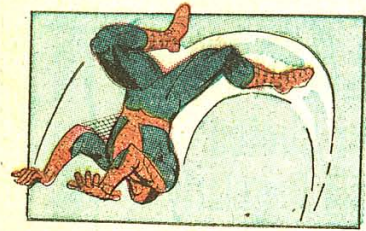
Dear Stan and John,

Yipes! I just got issue #39 and my high-powered, grand-deluxe mistake finder has found something to bring to your attention. (Aren't I helpful?) On page 6 you show Spidey swinging to a certain building with his web attached to some point above this certain building. Now, unless New York has some mighty busy builders, this is impossible. And don't tell me that Smilin' Stan was in a helicopter above the building holding on to his web—I know better! (He wasn't, was he?) John's artwork on SPIDER-MAN is some kind of great. The scenes where Pete was in action in his street clothes are something that I will not forget. At least, not until the next issue! May thy typewriter never run out of ribbon, and may your pencils always be sharp. Face front!

Alvin Pogeler, 1205 North Highway 171 Like Charles, La.

You're subtle, Al boy, but we think we read you! That certain building looked like the Empire State, which

is the world's tallest—right? So how could Spidey's web be attached to some point above it—right? Good thinking, lad! Of course, any nature lover could have told you that a friendly eagle flew by at that very minute, and—Ahh, we can't do it! You win! One well-earned no-prize coming up!

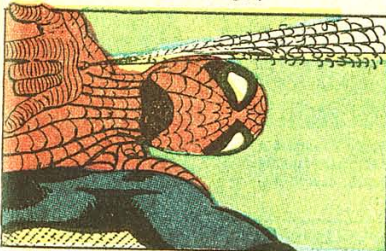


Dear Stan and John,

Shocking! Suspenseful! Marvelous! These words are in praise of the greatest Spider-Man super-epic ever—issue #39. After staring at the unbelievable cover for nearly an hour, I found the story inside the best I've ever read, especially the last page. The story was everything any Spidey fan ever wished for—with no action spared. There was also much about Peter Parker, which I really liked. Johnny Romita proved a worthy Spidey-sketcher in all respects, except one. And that is Aunt May. She used to look like what she really was—an old, wrinkled, worried aunt; but Johnny cut nearly twenty years off her age. She now looks like a spry, young fifty year old! Watch it, Stan, or the next thing you know Johnny'll have Aunt May out slinging webs with of Spidey himself!

Terry Masek, 1500 Vernon Ave. Joliet, Ill. 60435

Say, Terr—wouldn't that be a kick? Imagine the fun Jazzy Johnny could have designing a costume for her! Then, if she becomes real popular, we can always bring the ever-lovin' Thing's Aunt Petunia out of retirement and make 'em a team! (Sure, we know we sound like fulltime nuts, but we're just trying to change the subject before poor May Parker reads what you said about her being old and wrinkled! Dig?)



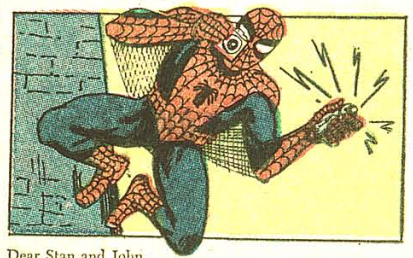
Dear Stan and John,

Your comics are too much! I am the bass guitarist in a rhythm and blues group. "The Untamed". We are starting a collection of Marvel Comics. We are really gassed by Spider-Man—his adventures are too much. The rest of the guys always seem to get upset when Peter Parker gets the worst end of the stick. You'd think that such a gas guy would deserve some sort of reward for what he does. We're still not chued up on how old Peter actually turns into Spidey. We'd like some info on this if possible. At

the moment we are hunting around Sydney for old Marvels, but they're as rare as gold nuggets. We are a long-haired group and would like Marvel readers to write us—we could exchange records, etc.

John Lewis, 26 Arab Rd., Padstow Sydney, Australia

We don't mention pen-pals as a rule, Johnny, because we haven't the room. Also, the price of postage to Australia might buy some Marvel Madman another mag instead! But, to answer your question about how Peter turns into Spidey—it's simple. He just peels off his suit, and there he is—in his costume! Of course, if he ever forgets to wear his Spidey threads under his suit—we're leavin' town!



Dear Stan and John,

Would you believe that all other comics groups are green with envy when they see any magnificent Marvel mag? It's not hard to tell why! A Marvel comic is the magazine for everybody—every character is equal. A villain, or hero can be any race or creed. I think your entire bullpen should receive a pat on the back. I am in college, and feel hesitant about picking up any comic except a Marvel. SPIDER-MAN is the great hit on our campus. My chemistry prof wears a Spidey T-shirt to lab. It is almost impossible to find a magazine on campus which features heroes that were in vogue during the thirties. This is 1966, and Spidey, the Hulk, and your other heroes (or anti-heroes, if you prefer) are of this day and age! They're what's happening! With so many misguided souls floundering in a vast cultural wasteland, thinking people everywhere are eagerly turning to the oasis which Marvel so majestically provides. Your group is so "in" on campus that almost the entire faculty are Spidey buffs! While other imitate, we retaliate! Spider-Men of the world, unite!

Tom Salazar, 313 Troxel Hall, Colorado State Coll. Greeley, Colo.

Tommy, your letter really grabbed us! There's not a dry eye in the bullpen! When we think of your chemistry prof, wearing a Spidey T-shirt in the lab—when the horrendous thought strikes us that he may stain it, or soil it—there's only one thing to do—send us his name and mailing address, and we'll send him a complimentary Spidey sweat-shirt in your name—we wear over it! But, for Jonah's sake, tell him to keep away from spiders when any atomic experiments are going on!

NEXT ISH: We hardly know where to begin telling you Everything is about to happen at once! There's new excitement in Peter Parker's personal life—and, as Spider-Man, he faces the Rhino, far more dangerous and deadly than ever! Jazzy Johnny is drawing this one as though he was born in a web—and Stan the Man promises more surprises than you can shake Mary Jane at! All in all, SPIDER-MAN #43 is probably the best one yet, so don't dare miss it—'cause we're not allowed to lend you ours! Till then, be healthy—be happy—be kind to spiders! —But don't overdo it! 'Nuff said!

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AMERICAN BASIC SCIENCE CLUB, INC.
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NORMAN ROCKWELL—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists Schools.

"We're looking for people who like to draw"

says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

into good artists. Albert Dorne asked, "Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full-time or part-time art jobs. And practical, thorough training is what the School offers.

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers and grades it free. Men and women who do well on the test—or offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

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Famous Artists Schools
Studio 5149, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and information about your courses.

Mr. ☐ Age _____
 Mrs. ☐ Age _____
 Miss ☐ ☐ Circle one and please print

Street _____

City _____

State _____ Zip _____
 (If known)

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